

Andrew T. Solomon (AS 9200)
Gretchen S. Silver (GS 1534)
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Fl.
New York, NY 10104
(212) 660-3000

Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JUDGE CHIN

PROFESSIONAL OFFSHORE
OPPORTUNITY FUND, LTD., A company
registered under the laws of the British Virgin
Islands,

'08 CIV 3767

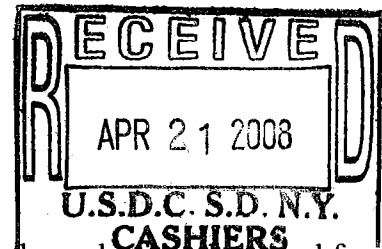
Plaintiff,

RULE 7.1 STATMENT

-against-

FRANKLIN TOWERS ENTERPRISES, INC.,
a Nevada Corporation,

Defendant.



Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, the undersigned counsel for Plaintiff, Professional Offshore Opportunities Fund, Ltd., a British Virgin Island company, states that it has no corporate parent and that no publicly held corporation owns ten percent or more of its stock.

Dated: New York, NY
April 21, 2008

SULLIVAN & WORCESTER LLP

By:

A handwritten signature in cursive script, appearing to read "Andrew T. Solomon".

Andrew T. Solomon (AS 9200)
Gretchen S. Silver (GS 1534)
1290 Avenue of the Americas, 29th Floor
New York, NY 10104
(212) 660-3000

*Attorneys for Plaintiff Professional Offshore
Opportunities Fund, Ltd.*